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June 16, 2008

RECORDATION NO.

22603-J  
FILED

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

Ms. Anne K. Quinlan, Esq., Acting Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

JUN 17 '08

-11 00 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Substitution of Equipment  
(UPRR 1999 B-2)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Release of Security Interest under Lessor Security Agreement dated June 17, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lessor Security Agreement dated December 15, 1999 (UPRR 1999 B-2), a memorandum of which was recorded with the Surface Transportation Board on December 14, 1999 at 4:25 P.M. under Recordation Number 22603-E.

The name and address of the party to the enclosed document is as follows:

Lessor: GENAVA Verwaltungsgesellschaft mbH & Co.  
Vermietungs KG  
Unsöldstraße 2  
80538 München  
Federal Republic of Germany  
Attention: Managing Director

The equipment covered on the date hereof by the enclosed document consists of:

7 SD9043MAC Locomotives bearing road numbers within the series UP 8302 through UP 8308; and 11 SD9060MAC Locomotives bearing the road numbers within the series UP 8502 through UP 8521, all as more specifically indicated in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Law Offices of  
CHAPMAN AND CUTLER LLP

Release of Security Interest under Lessor Security Agreement  
(UPRR 1999 B-2) dated June 17, 2008,, from GENAVA Verwaltungsgesellschaft  
mbH & Co. Vermietungs KG, as Lessor.

A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By   
Patrick Vining

Enclosures

JUN 17 '08 -11 00 AM

## SURFACE TRANSPORTATION BOARD

## RELEASE OF SECURITY INTEREST UNDER LESSOR SECURITY AGREEMENT

THIS RELEASE OF SECURITY INTEREST dated June 17, 2008 is made and entered into by the undersigned, GENAVA Verwaltungsgesellschaft mbH & Co. Vermietungs KG (the "*Lessor*").

For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Lessor hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which has been deemed to have suffered an Event of Loss.

Such security interest was granted pursuant to that certain Lessor Security Agreement (UPRR 1999 B-2) dated December 15, 1999 (the "*Lessor Security Agreement*"), among the Lessor, Wells Fargo Bank Northwest, National Association, successor-in-interest to First Security Bank, National Association (the "*Security Trustee*") and Union Pacific Railroad Company (the "*Lessee*"), as supplemented (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 14, 1999 at 4:25 P.M. under Recordation Number 22603-E and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 14, 1999 at 2:24 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lessor Security Agreement.

Release of Security Interest under Lessor Security Agreement  
(UPRR 1999 B-2)

Dated this 12th day of June, 2008.


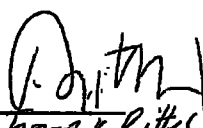
GENAVA VERWALTUNGSGESELLSCHAFT MBH &  
CO. VERMIETUNGS KG,  
as Lessor

By:

Name: Klaus Strehl Franz R. Rites  
Title: Attorney-in-Fact

I certify that I hold the title set forth below, that this instrument was signed on behalf of GENAVA VERWALTUNGSGESELLSCHAFT MBH & Co. KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of the power of attorney executed by the Partnership on June 5, 2008, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Partnership. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 12<sup>th</sup> day of June, 2008.

By:    
Name: Klean Statues Hans R. Ritter  
Title: Attorney-in-Fact

### **SCHEDULE 1**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>SD9043MAC Locomotives</b>	<b>7</b>	<b>UP 8302 through UP 8308, inclusive</b>
<b>SD9060MAC Locomotives</b>	<b>11</b>	<b>UP 8502 UP 8512 through UP 8521, inclusive</b>

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/17/08



\_\_\_\_\_  
Robert W. Alvord